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創美·CH'MEI

## CHARMACY PHARMACEUTICAL CO., LTD.

### 創美藥業股份有限公司

(A joint stock limited liability company established in the People's Republic of China)

(Stock Code: 2289)

## (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 6 JUNE 2022; AND (2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

References are made to the notice of the annual general meeting of Charmacy Pharmaceutical Co., Ltd. (the "Company") dated 29 April 2022 (the "Notice of AGM") and the circular of the Company dated 29 April 2022 (the "Circular"). Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

### (1) POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions proposed as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast (%)		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2021.	90,208,500 (100%)	0 (0%)	0 (0%)
2.	To consider and, if thought fit, approve the report of the board of supervisors of the Company (the "Supervisors") for the year ended 31 December 2021.	90,208,500 (100%)	0 (0%)	0 (0%)
3.	To consider and, if thought fit, approve the report of the auditors and the audited financial statements of the Company for the year ended 31 December 2021.	90,208,500 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast (%)		
		For	Against	Abstain
4.	To consider and, if thought fit, approve the appointment of Mr. Yan Jingbin as a non-executive Director.	90,208,500 (100%)	0 (0%)	0 (0%)
5.	To consider and, if thought fit, approve the re-appointment of SHINEWING Certified Public Accountants (LLP) as the auditors of the Company for the year 2022, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.	90,208,500 (100%)	0 (0%)	0 (0%)
6.	To consider and, if thought fit, approve the remuneration of the Directors and Supervisors for the year 2022.	90,208,500 (100%)	0 (0%)	0 (0%)
7.	To consider and, if thought fit, approve the projected daily related transactions of the Company in 2022.	82,302,000 (100%)	0 (0%)	0 (0%)
8.	To consider and, if thought fit, approve the Company and its subsidiaries' (the "Group") application for a comprehensive credit line of no more than RMB1.8 billion from banks in 2022, with a credit period of one year. Such credit line is reusable. The variety of the comprehensive credit line includes but is not limited to short-term working capital loans, long-term borrowings, bank acceptance bills, commercial acceptance bills, letters of guarantee, letters of credit, mortgage loans and pledge loan; and authorise the chairman of the Board to represent the Group in completing relevant procedures within the comprehensive credit line approved by the bank and to sign all the legal documents during the period from the date when this proposal is passed at the AGM to the end of the next annual general meeting, such as contracts, agreements and proofs, relating to credit products including but not limited to loans, credits, trusts and finance leases.	90,208,500 (100%)	0 (0%)	0 (0%)
9.	To consider and, if thought fit, approve the Group to provide support (includes but not limited to pledge, charge, guarantee and trust support) for financing matters of any member of the Group, as long as the aggregate amount does not exceed RMB1.8 billion in 2022, includes but not limited to loans, credits, trust and finance leases; and authorise the chairman of the Board to represent the Group in completing relevant procedures within the approved support limit, during the period from the date when this proposal is passed at the AGM to the end of the next annual general meeting, and to sign all the legal documents such as contracts, agreements, certificates and other legal documents related to financing for the Group (including but not limited to loan, facility, trust, financial leasing, and etc.)	90,208,500 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes cast and percentage of total number of votes cast (%)		
		For	Against	Abstain
10.	To consider and, if thought fit, approve the proposed amendments to the articles of association of the Company (the “ <b>Articles of Association</b> ”) (details of which are set out in the circular of the Company dated 29 April 2022), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association.	90,208,500 (100%)	0 (0%)	0 (0%)
11.	To grant a general mandate to the Board to allot, issue and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H shares not exceeding 20% of the H shares of the Company in issue and authorise the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.	90,208,500 (100%)	0 (0%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 9, these resolutions were duly passed as ordinary resolutions of the Company.

As more than two-thirds of the votes were cast in favour of the resolutions numbered 10 and 11, these resolutions were duly passed as special resolutions of the Company.

**Notes:**

1. As at the date of the AGM, the total number of issued Shares was 108,000,000 Shares, comprising 28,000,000 H Shares and 80,000,000 Domestic Shares, which represented the total number of Shares entitling the holders to attend and vote on the proposed resolutions (save for resolution numbered 7) at the AGM.
2. Except for Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited (廣藥白雲山香港有限公司) (in respect of 7,906,500 H Shares) which was required to abstain from voting in relation to the resolution numbered 7, there were no Shares entitling the holders to attend and abstain from voting in favour of any of the proposed resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules, nor were there any Shareholders who were required under the Listing Rules to abstain from voting at the AGM.
3. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.
4. For the above resolutions (save for resolution numbered 7), the Shareholders, proxies or authorised representatives holding in aggregate of 90,208,500 Shares, representing approximately 83.53% of the total voting Shares, were present in person or by proxy at the AGM.
5. Pursuant to the Listing Rules, SHINEWING Certified Public Accountants (LLP), the auditors of the Company for the year 2021, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

6. The attendance record of the Directors (other than Mr. Yan Jingbin who was appointed at the AGM) at the AGM was as follows:

- Mr. Yao Chuanglong and Ms. Zheng Yuyan attended in person; and
- Mr. Li Weisheng, Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian attended by electronic means.

## **(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Yan Jingbin (“**Mr. Yan**”) has been appointed as a non-executive Director with effect from the date of the AGM, i.e. 6 June 2022, until the date of expiry of the third session of the Board, and he is eligible for re-election upon expiry of his term. The Company will enter into a letter of appointment with Mr. Yan. Mr. Yan will not receive any remuneration for serving as a non-executive Director.

The profile of Mr. Yan has been set out in the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the Circular, as at the date of this announcement, Mr. Yan has confirmed that (i) he has not held any directorship in any other public company in the past three years whose securities are listed in Hong Kong or any overseas securities market; (ii) he has no relationship with any Director, Supervisor, senior management or substantial or controlling shareholder of the Company, nor has he held any position in the Company or any of its subsidiaries; (iii) he has no interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other information in relation to Mr. Yan which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to his appointment that need to be brought to the attention of the Shareholders.

By order of the Board  
**Charmacy Pharmaceutical Co., Ltd.**  
**Yao Chuanglong**  
*Chairman*

Shantou, the PRC, 6 June 2022

*As at the date of this announcement, the executive Directors are Mr. Yao Chuanglong and Ms. Zheng Yuyan; the non-executive Directors are Mr. Li Weisheng and Mr. Yan Jingbin; and the independent non-executive Directors are Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian(also known as Guan Suzhe) .*